

202-010714-002

(b) A request or complaint shall be promptly considered by the Members. Discussions and actions of the Members on a request or complaint need not be restricted to the exact scope of the request or complaint but may include other matters varying from but related thereto. The Members shall render a decision on a request or complaint promptly after its distribution to them. Such decision shall be in writing, signed by the Chairman or his designee, and forwarded to the requesting or complaining party. If a request or complaint is denied, the requesting or complaining party shall be granted an early opportunity to be heard by the Chairman or his designee.

(c) The procedures for filing shippers' requests or complaints shall be set forth in the joint tariffs of the Members.

ARTICLE 13: INDEPENDENT ACTION

13.1 Except as otherwise provided herein, any Member shall have the right to take independent action with respect to any rate or service item required to be filed in a tariff under Section 8(a) of the Shipping Act of 1984 upon ten (10) calendar days' written notice to the Chairman, received during normal business hours, specifying said action. Provided, however, that should a Member elect to adhere to a particular tariff entry less favorable to the cargo interest than that adopted by the other Members, the foregoing ten (10) day requirement shall not apply, and the Member shall have the right, upon notice to the Chairman, to take independent action immediately, with effect from the

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earliest date an appropriate tariff filing may be accomplished by the Chairman or on such later date as the Member may specify.

13.2 Upon receipt of a Member's notice of independent action, the Chairman shall promptly advise all other Members. Each other Member shall thereupon have the right to take identical action with effect from the same date, or any subsequent date, by so advising the Chairman in writing. Except to so match the independent action of another Member, no Member may revise any matter with respect to which it has provided notice of independent action, and whether or not that action has become effective, without first providing notice of such intent in accordance with Sub-Article 13.1 hereof.

13.3 The Chairman shall implement an authorized independent action of a Member by effecting the publication and filing thereof in the appropriate tariff for its use effective ten (10) calendar days after receipt of notice thereof or on such later date as may be otherwise required by FMC regulations. At any time before or after a Member has given notice of independent action, and at any time before or after such independent action becomes effective, the Members may discuss and adopt the proposed, pending or effective independent action, or may take any other action in response thereto, including action for the purpose of reaching a compromise. Any matter so decided by the Members shall be in accordance with the terms of this Agreement and, unless adopted without modification, no proposed, pending or effective independent action of any Member shall be cancelled or altered without such Member's consent. Nothing herein shall require a Member proposing an independent action to (i) attend any meeting called to discuss the independent action or (ii) compromise the independent action.

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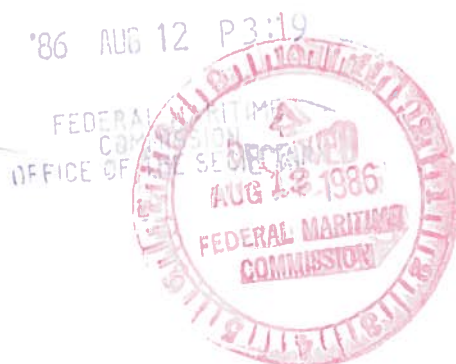
Trans-Atlantic American Flag Liner Operators
FMC Agreement No. 202-010714-002

1st Rev. Pg. No. 23

IN WITNESS WHEREOF, the Members have caused this Agreement
to be executed below by their duly authorized representatives.

FARRELL LINES INCORPORATED

Signature: *David B. Letteney*
Name: David B. Letteney
Title: Attorney-In-Fact



SEA-LAND SERVICE, INC.

Signature: *David B. Letteney*
Name: David B. Letteney
Title: Attorney-In-Fact

UNITED STATES LINES, INC.

Signature: *David B. Letteney*
Name: David B. Letteney
Title: Attorney-In-Fact

LYKES BROS. STEAMSHIP CO. INC.

Signature: *David B. Letteney*
Name: David B. Letteney
Title: Attorney-In-Fact

New York, New York
August 7, 1986

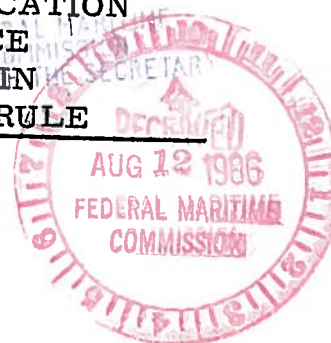
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Trans-Atlantic American Flag Liner Operators
FMC Agreement No. 202-010714-002

1st Rev. Pg. No. 18

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RULE 572.403(d)(3) AGREEMENT PAGE,
SUBMITTED FOR INFORMATION/ILLUSTRATION ONLY,
SETTING FORTH AGREEMENT MODIFICATION
FILED HEREWITH IN ACCORDANCE
WITH THE FORMAT PRESCRIBED IN
PARAGRAPHS (d)(1) AND (2) OF SAID RULE



ARTICLE 13: INDEPENDENT ACTION

13.1 Except as otherwise provided herein, any Member shall have the right to take independent action with respect to any rate or service item required to be filed in a tariff under Section 8(a) of the Shipping Act of 1984 upon ~~not less-~~ ~~than~~ ten (10) calendar days' written notice to the Chairman, received during normal business hours, specifying said action. Provided, however, that should a Member elect to adhere to a particular tariff entry less favorable to the cargo interest than that adopted by the other Members, the foregoing ten (10) day requirement shall not apply, and the Member shall have the right, upon notice to the Chairman, to take independent action immediately, with effect from the